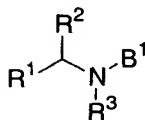


CLAIMSWhat is claimed:

- 5    1.    A compound of Formula I, or pharmaceutically acceptable salts or solvates thereof



I

- 10    wherein:

R<sup>1</sup> is

- phenyl substituted with 1-3 R<sup>4</sup>,  
-naphthyl, furanyl, thienyl, pyridyl, or imidazolyl unsubstituted or  
substituted with 1-3 R<sup>4</sup>,  
15    -C<sub>1</sub>-C<sub>6</sub> alkyl-aryl unsubstituted or substituted with 1-3 R<sup>4</sup>, or  
-C<sub>1</sub>-C<sub>5</sub> alkyl-O-aryl unsubstituted or substituted with 1-3 R<sup>4</sup>;

R<sup>2</sup> is

- H,  
-C<sub>1</sub>-C<sub>6</sub> alkyl,  
20    -aryl unsubstituted or substituted with 1-3 R<sup>4</sup>, or  
-C<sub>1</sub>-C<sub>6</sub> alkyl aryl unsubstituted or substituted with 1-3 R<sup>4</sup>;

R<sup>3</sup> is

- H,  
-C<sub>1</sub>-C<sub>6</sub> alkyl,  
25    -C<sub>1</sub>-C<sub>6</sub> alkyl-aryl unsubstituted or substituted with 1-3 R, or  
-OR<sup>9</sup>;

R<sup>4</sup> is independently selected from

- halo,
- CN,
- C<sub>1</sub>-C<sub>6</sub> alkyl,
- 5    -C<sub>3</sub>-C<sub>6</sub> cycloalkyl,
- C<sub>1</sub>-C<sub>6</sub> haloalkyl,
- OR<sup>5</sup>,
- CO<sub>2</sub>R<sup>6</sup>,
- N(R<sup>7</sup>)(R<sup>8</sup>),
- 10   -CON(R<sup>7</sup>)(R<sup>8</sup>),
- SR<sup>5</sup>,
- SOC<sub>1</sub>-C<sub>6</sub>alkyl, and
- SO<sub>2</sub>C<sub>1</sub>-C<sub>6</sub>alkyl;

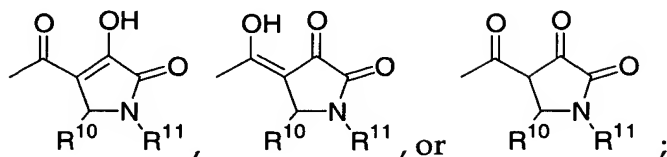
R<sup>5</sup> and R<sup>6</sup> are independently selected from -H and -C<sub>1</sub>-C<sub>6</sub> alkyl;

- 15   R<sup>7</sup> and R<sup>8</sup> are independently selected from -H and -C<sub>1</sub>-C<sub>6</sub> alkyl, or NR<sup>7</sup>R<sup>8</sup> is a heterocycle selected from pyrrolidine, piperidine, 4-hydroxypiperidine, morpholine, thiomorpholine, piperazine, and 4-methylpiperazine;

R<sup>9</sup> is

- 20   -H,
- C<sub>1</sub>-C<sub>10</sub> alkyl,
  - C<sub>1</sub>-C<sub>6</sub> alkyl-aryl,
  - C<sub>2</sub>-C<sub>10</sub> alkyl-OR<sup>5</sup>,
  - C<sub>1</sub>-C<sub>10</sub> alkyl-CO<sub>2</sub>R<sup>6</sup>,
  - 25   -C<sub>1</sub>-C<sub>10</sub> alkyl-N(R<sup>7</sup>)(R<sup>8</sup>),
  - C<sub>1</sub>-C<sub>10</sub> alkyl-CON(R<sup>7</sup>)(R<sup>8</sup>), or
  - C<sub>1</sub>-C<sub>6</sub> alkyl-heterocycle where the heterocycle is selected from
  - pyrrolidine, piperidine, 4-hydroxypiperidine, morpholine,
  - thiomorpholine, piperazine, 4-methylpiperazine, and
  - 30   thiazinanedioxide;

B<sup>1</sup> is selected from the group consisting of



R<sup>10</sup> is

- 5            -H,
- C<sub>1</sub>-C<sub>6</sub> alkyl,
- cycloalkyl,
- C<sub>1</sub>-C<sub>6</sub> alkyl-aryl,
- phenyl unsubstituted or substituted with 1-3 R<sup>12</sup>,
- 10           - benzofuran, dihydrobenzofuran, benzodioxane, or
- heteroaryl selected from furan, thiophene, pyrrole, imidazole,
- oxazole, thiazole, and pyridine;

R<sup>11</sup> is

- C<sub>1</sub>-C<sub>6</sub> alkyl,
- 15           -cycloalkyl,
- aryl unsubstituted or substituted with 1-2 R<sup>4</sup>,
- C<sub>1</sub>-C<sub>6</sub> alkyl-aryl unsubstituted or substituted with 1-2 R<sup>4</sup>,
- C<sub>1</sub>-C<sub>6</sub> alkyl-heteroaryl where the heteroaryl is selected from furan,
- thiophene, pyrrole, imidazole, oxazole, thiazole, and pyridine,
- 20           -C<sub>1</sub>-C<sub>6</sub> alkyl-NR<sup>7</sup>R<sup>8</sup>,
- C<sub>1</sub>-C<sub>6</sub> alkyl-OR<sup>5</sup>,
- C<sub>1</sub>-C<sub>6</sub> alkyl-P(O)(OR<sup>6</sup>)<sub>2</sub>,
- C<sub>1</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>6</sup>, or
- C<sub>1</sub>-C<sub>6</sub> alkyl-C(O)N(R<sup>7</sup>)(R<sup>8</sup>);

25    R<sup>12</sup> is

- halogen,
- C<sub>1</sub>-C<sub>6</sub> alkyl,
- C<sub>1</sub>-C<sub>2</sub> haloalkyl,

- 5                    -C<sub>1</sub>-C<sub>3</sub> thioalkyl,  
                     -OR<sup>13</sup>,  
                     tetrahydrofuran,  
                     dihydropyran,  
                     -NR<sup>7</sup>R<sup>8</sup>,  
                     -CO<sub>2</sub>R<sup>6</sup>,  
                     -CONR<sup>7</sup>R<sup>8</sup>, or  
                     -CONHCH<sub>2</sub>Ph where Ph is unsubstituted or substituted with 1-2 R<sup>4</sup>;

R<sup>13</sup> is

- 10                   -H,  
                     -C<sub>1</sub>-C<sub>6</sub> alkyl,  
                     -C<sub>1</sub>-C<sub>6</sub> fluoroalkyl,  
                     allyl,  
                     propargyl,  
15                   phenyl,  
                     benzyl,  
                     -COC<sub>1</sub>-C<sub>6</sub>alkyl,  
                     -CH<sub>2</sub>CO<sub>2</sub>R<sup>6</sup>, or  
                     -CH<sub>2</sub>CONR<sup>7</sup>R<sup>8</sup>.

20

2.        A compound of claim 1 where R<sup>1</sup> is phenyl substituted with 1-3 R<sup>4</sup> or C<sub>1</sub>-C<sub>6</sub> alkylaryl unsubstituted or substituted with 1-3 R<sup>4</sup>, R<sup>2</sup> is H, and R<sup>4</sup> is halo, CN, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, OR<sup>5</sup>, CO<sub>2</sub>R<sup>6</sup>, or NR<sup>7</sup>R<sup>8</sup>.
- 25        3.        A compound of claim 2 where R<sup>10</sup> is H or phenyl unsubstituted or substituted with 1-3 R<sup>4</sup>.
4.        A compound of claim 3 where R<sup>12</sup> is OR<sup>13</sup>.

5. A compound of claim 3 where R<sup>11</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl or C<sub>1</sub>-C<sub>6</sub>-alkyl-heterocycle where the heterocycle is selected from pyrrolidine, piperidine, 4-hydroxypiperidine, morpholine, thiomorpholine, piperazine, 4-methylpiperazine, and thiazinanedioxide.
- 5
6. A compound of claim 1 selected from the group consisting of
- 4-hydroxy-5-oxo-1-(2-[4-methylpiperazin-1-yl]ethyl)-2,5-dihydro-1*H*-pyrrole-3-carboxylic acid (3,4-dichlorobenzyl)-methyl-amide;
- 10
- 4-hydroxy-5-oxo-1-(2-[morpholin-1-yl]ethyl)-2,5-dihydro-1*H*-pyrrole-3-carboxylic acid (3,4-dichlorobenzyl)-methyl-amide;
- 4-hydroxy-5-oxo-1-(2-[morpholin-1-yl]ethyl)-2,5-dihydro-1*H*-pyrrole-3-carboxylic acid (3,4-dimethylbenzyl)-methoxy-amide;
- 15
- 4-hydroxy-5-oxo-1-(2-[morpholin-1-yl]ethyl)-2,5-dihydro-1*H*-pyrrole-3-carboxylic acid 3-(4-fluorophenyl)prop-1-yl-methoxy-amide;
- 20
- 4-hydroxy-5-oxo-1-methyl-2,5-dihydro-1*H*-pyrrole-3-carboxylic acid (3,4-dichlorobenzyl)-methyl-amide;
- 4-hydroxy-5-oxo-1-methyl-2,5-dihydro-1*H*-pyrrole-3-carboxylic acid (3,4-dichlorobenzyl)-methoxy-amide;
- 25
- 4-hydroxy-5-oxo-1-methyl-2,5-dihydro-1*H*-pyrrole-3-carboxylic acid (3,4-dimethylbenzyl)-methoxy-amide;
- 4-hydroxy-5-oxo-1-methyl-2,5-dihydro-1*H*-pyrrole-3-carboxylic acid (4-fluoro-3-methylbenzyl)-methoxy-amide; and
- 30

4-hydroxy-5-oxo-1-methyl-2,5-dihydro-1*H*-pyrrole-3-carboxylic acid  
(3-fluoro-4-methylbenzyl)-methoxy-amide.

7. A pharmaceutical composition comprising a compound of Claim 1, or  
5 a pharmaceutically acceptable salt or solvate thereof, and a pharmaceutically acceptable carrier.
8. The pharmaceutical composition of Claim 7, further comprising a  
therapeutically effective amount of one or more other HIV treatment agent  
10 selected from
- (a) an HIV protease inhibitor;
  - (b) a nucleoside reverse transcriptase inhibitor;
  - (c) a non-nucleoside reverse transcriptase inhibitor;
  - (d) an HIV-entry inhibitor;
  - 15 (e) an immunomodulator;
  - (f) or a combination thereof.
9. A method of inhibiting HIV integrase which comprises administering  
a therapeutically effective amount of a compound of Claim 1, or a  
20 pharmaceutically acceptable salt or solvate thereof, to a mammal in need of such treatment.
10. A method of treating an HIV infection in a patient in need thereof,  
comprising the administration of a therapeutically effective amount of a  
25 compound of Claim 1, or a pharmaceutically acceptable salt or solvate thereof to the patient.
11. A method of therapeutically treating AIDS or ARC in a patient in need thereof, comprising the administration of a therapeutically effective amount

of a compound of Claim 1, or a pharmaceutically acceptable salt or solvate thereof, to the patient.